

**CITYSTATE SAVINGS BANK
2ND Floor, Citystate Centre
709 Shaw Boulevard, Pasig City**

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
Held on May 30, 2017 at 9:00 A.M.
At the 20th Floor, Citystate Centre Building
709 Shaw Boulevard, Pasig City**

I. CALL TO ORDER

The Chairman, Mr. D. Alfred A. Cabangon, called the meeting to order at 9:00 A.M.

II. PROOF OF REQUIRED NOTICE OF MEETING

The Corporate Secretary, Atty. Socrates M. Arevalo, certified that the Notice of the Annual Stockholders' Meeting was sent to all stockholders in good standing fifteen (15) business days prior to the date of the meeting as required under paragraph (3) (C) of SRC Rule 20.

III. DETERMINATION OF QUORUM

The Corporate Secretary, Atty. Socrates M. Arevalo, announced that the total stockholders physically present and/or represented by proxies sufficiently met the required quorum for the conduct of the meeting.

IV. READING AND APPROVAL OF THE MINUTES OF THE 2016 ANNUAL STOCKHOLDERS' MEETING

Mr. Benjamin V. Ramos, President, took notice of the fact that the copies of the Minutes of the Stockholders' Meeting held on May 31, 2016 have been previously distributed to the stockholders, and thus, he moved that the reading of the minutes be dispensed with and that the same be approved as circulated.

Atty. Emmanuel R. Sison, Director, seconded the motion.

There being no objection, the Minutes of the Annual Stockholders' Meeting of 2016 were noted and approved.

V. CONSIDERATION OF THE PRESIDENT'S REPORT ON THE RESULT OF THE CORPORATION'S OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2015 AND THE 2015 FINANCIAL STATEMENTS

The President, Mr. Benjamin V. Ramos, presented to the stockholders the report on the results of the corporation's operations for the year ended December 31, 2016 and the audited financial statements of the corporation for the year ended December 31, 2016.

Engr. Feorelio M. Bote, Director, moved that the President's Report on the result of the operations of the corporation for the year ended December 31, 2016 and the audited financial statements for the same period be noted and approved.

Atty. Emmanuel R. Sison, Director, seconded the motion. There being no objections, the Chairman, Mr. D. Alfred A. Cabangon concluded that the President's Report on the results of operations of the Corporation for the year ended December 31, 2016 and the audited financial statements for the same period be noted and approved.

VI. RATIFICATION OF ACTIONS TAKEN BY THE BOARD OF DIRECTORS, THE RELATED PARTY TRANSACTIONS COMMITTEE, THE DULY CONSTITUTED COMMITTEES, THE MANAGEMENT AND THE OFFICERS OF THE CORPORATION SINCE THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

The Chairman, Mr. D. Alfred A. Cabangon, sought the confirmation and ratification of the resolutions and the acts of the Board of Directors, the acts of the Related Party Transactions Committee and the duly constituted committees, the acts of the Management, and the acts of the officers of the Corporation since the last Annual Meeting of the stockholders on May 31, 2016.

Atty. Emmanuel R. Sison moved that all the acts and proceedings of the Board of Directors, the Related Party Transactions Committee and the duly constituted committees, the acts of management and the acts of the officers of the corporation, up to the date of this meeting be, in all respects, confirmed, ratified and approved and that the directors, officers and employees of the corporation be commended for the satisfactory results of its operations for the year 2016.

The President, Mr. Benjamin V. Ramos, seconded the motion; there being no objections thereto, the motion was approved.

VII. ELECTION OF DIRECTORS

The Chairman, Mr. D. Alfred A. Cabangon, announced the election of directors of the corporation for the ensuing year and until the next election.

The following were nominated as directors:

Mr. D. Alfred A. Cabangon
Dr. Ramon L. Sin
Mr. D. Arnold A. Cabangon
Mr. Michael F. Relloso
Mr. J. Wilfredo A. Cabangon
Engr. Feorelio M. Bote
Mr. Alfonso G. Siy
Mr. Benjamin V. Ramos
Mr. Pedro E. Paraiso
Atty. Emmanuel R. Sison
Ms. Susan M. Belen
Mr. Lucito L. Sioson (Independent Director)
Justice Jose A.R. Melo (Independent Director)
Mr. Wilfredo S. Madarang, Jr. (Independent Director)

The stockholders present unanimously voted all the nominees to seat as director for a term of one (1) year or until their successors shall have been elected.

There being no other nominations, the nominations were closed on motion duly seconded and the unanimous vote of the stockholders present in favor of those nominated. Whereupon, the Chairman, Mr. D. Alfred A. Cabangon, declared all the above-named individuals as duly elected directors of the company for the ensuing year and until the election and qualification of their successors.

VIII. APPOINTMENT OF INDEPENDENT AUDITOR

The President, Mr. Benjamin V. Ramos, moved that the Board of Directors be authorized and empowered to appoint the external auditor of the company for the year 2017, as well as to determine the terms of the engagement thereof.

Atty. Emmanuel R. Sison seconded the motion; there being no objections thereto, the motion was approved.

IX. APPROVAL OF THE SUBSCRIPTION OF AMB. ALC HOLDINGS AND MANAGEMENT CORPORATION (AAHMC) TO 18,000,000 SHARES OF CITYSTATE SAVINGS BANK, INC. (CSBI)

The President, Mr. Benjamin V. Ramos, moved that the subscription by AMB. ALC HOLDINGS AND MANAGEMENT CORPORATION (AAHMC) to 18,000,000 shares of the corporation, which subscription had earlier been approved by the Board of Directors in its meeting held last December 19, 2016, be likewise approved by the stockholders of the corporation, in compliance with the rules of the Philippine Stock, Exchange (PSE) on additional listings.

Atty. Emmanuel R. Sison seconded the motion; there being no objections thereto, the following Resolution was adopted:

RESOLUTION

RESOLVED, that the Resolution of the Board of Directors of CITYSTATE SAVINGS BANK, INC., approved and adopted during the Board Meeting of December 19, 2016, whereby the Board of Directors accepted the offer of AMB. ALC HOLDINGS AND MANAGEMENT CORPORATION to subscribe to eighteen million (18,000,000) shares of stock of CITYSTATE SAVINGS BANK, INC., with a par value of Ten Pesos (PhP 10.00) per share, or an aggregate par value of One Hundred Eighty Million Pesos (PhP 180,000,000.00) be as it is hereby approved.

Thereafter, upon motion by Director Feorelio M. Bote, on behalf of the corporation's minority stockholders, which motion was duly seconded by Director Alfonso G. Siy, the requirement to conduct a rights or public offering of the shares subscribed was waived. The following Resolution was adopted:

RESOLUTION

RESOLVED, that with the consent of the majority of the minority stockholders of CITYSTATE SAVINGS BANK, INC. having been favorably obtained, the requirement to conduct a rights or public offering of the eighteen million (18,000,000) shares of stock of CITYSTATE SAVINGS BANK, INC., with a par value of Ten Pesos (PhP 10.00) per share, or an aggregate par value of One Hundred Eighty Million Pesos (PhP 180,000,000.00), which were issued from the unsubscribed portion of the authorized capital stock of CITYSTATE SAVINGS BANK, INC. and which will be subscribed and purchased by AMB. ALC HOLDINGS AND MANAGEMENT CORPORATION, be as it is hereby waived.

X. OTHER MATTERS

The Corporate Secretary, Atty. Socrates M. Arevalo, said that there are no other matters to be taken up.

XI. SCHEDULE OF THE BOARD MEETING

Based on the provisions of the By-laws of the corporation, the stockholders delegated the fixing of the schedule of the Board of Directors meeting, as it may deem fit and necessary.

XII. ADJOURNMENT

The meeting was adjourned at 9:35 A.M.

ATTY. SOCRATES M. AREVALO
Corporate Secretary

ATTY. EDUARDO L. DE JESUS
Assistant Corporate Secretary